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Additional counsel on the signature page.

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

IN RE PIVOTAL SECURITIES
LITIGATION

Master File No. 3:19-cv-03589-CRB

**JOINT STIPULATION AND
[PROPOSED] ORDER TO DISMISS
ACTION WITH PREJUDICE**

1 Lead Plaintiffs Oklahoma City Employee Retirement System and Police Retirement
 2 System of St. Louis (together, “Lead Plaintiffs”), by and through their counsel, and Defendants
 3 Pivotal Software, Inc., Robert Mee, Cynthia Gaylor, Paul Maritz, Michael S. Dell, Egon Durban,
 4 William D. Green, Marcy S. Klevorn, Khozema Z. Shipchandler, Morgan Stanley & Co. LLC,
 5 Goldman Sachs & Co. LLC, Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner &
 6 Smith Incorporated, Barclays Capital Inc., Credit Suisse Securities (USA) LLC, RBC Capital
 7 Markets, LLC, UBS Securities LLC, Wells Fargo Securities LLC, Keybank Capital Markets Inc.,
 8 William Blair & Co., LLC, Mischler Financial Group, Inc., Samuel A. Ramirez & Co., Inc.,
 9 Siebert Cisneros Shank & Co., LLC, and Williams Capital Group, L.P (collectively,
 10 “Defendants”) stipulate as follows:

11 A. On November 8, 2019, the Court entered an order appointing Lead Plaintiffs.
 12 ECF No. 63.

13 B. On February 11, 2020, Lead Plaintiffs filed their amended complaint (the
 14 “Complaint”). ECF No. 75.

15 C. On July 21, 2020, the Court granted Defendants’ motion to dismiss the Complaint
 16 with leave to amend (the “Dismissal Order”). ECF No. 100.

17 D. Lead Plaintiffs have decided not to amend the Complaint and to seek dismissal of
 18 the litigation with prejudice.

19 E. Lead Plaintiffs agree not to appeal the Dismissal Order.

20 F. No consideration has been given, offered, or promised to Lead Plaintiffs or their
 21 counsel in connection with this dismissal.

22 THEREFORE, the parties, by and through their counsel, hereby agree as follows:

- 23 1. The above-captioned action be, and hereby is, dismissed with prejudice pursuant to
- 24 Federal Rule of Civil Procedure 41(a)(1) with each party to bear its own attorney’s
- 25 fees and costs.
- 26 2. Pursuant to the Private Securities Litigation Reform Act, each party and each attorney
- 27 representing any party has complied with the requirements of Rule 11(b) of the
- 28

1 Federal Rules of Civil Procedure as to all complaints, responsive pleadings, and
2 dispositive motions. 15 U.S.C. § 78u-4(c)(1).

3 In connection with this stipulated dismissal, the Parties respectfully request that all dates set in
4 this matter be vacated and taken off the Court's calendar.

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7 **IT IS SO STIPULATED**

8 Dated: September 14, 2020

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Respectfully submitted,

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/s/ Carol C. Villegas

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Capital Markets, LLC, UBS Securities LLC, Wells
 Fargo Securities LLC, Keybank Capital Markets
Inc., William Blair & Co., LLC, Mischler
Financial Group, Inc., Samuel A. Ramirez & Co.,
Inc., Siebert Cisneros Shank & Co., LLC, and
Williams Capital Group, L.P. (the latter two, SWS)*

1 **PURSUANT TO STIPULATION, IT IS SO ORDERED**

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3 DATED: _____, 2020 _____

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5 Honorable Charles R. Breyer
6 United States District Judge
7 Northern District of California
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ATTESTATION

I, Carol C. Villegas, am the ECF user whose identification and password are being used to file this Joint Stipulation and [Proposed] Order to Extend Filing Deadlines Regarding the Second Amended Complaint. In compliance with Civil L.R. 5-1(i)(3), I hereby attest that all signatories have concurred in this filing.

/s/ Carol C. Villegas
Carol C. Villegas